

EXHIBIT B

Proposed Order

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

Presentment Date: September 9, 2013
Time: 12:00 p.m.

SECURITIES INVESTOR PROTECTION
CORPORATION,

Objections Due: September 9, 2013
Time 11:00 a.m.

Plaintiff-Applicant,

Adv. Pro. No. 08-01789 (BRL)

v.

SIPA Liquidation

BERNARD L. MADOFF INVESTMENT
SECURITIES LLC,

(Substantively Consolidated)

Defendant.

In re:

BERNARD L. MADOFF,

Debtor.

**ORDER GRANTING TRUSTEE'S MOTION TO RETAIN
KELLEY, WOLTER & SCOTT, PROFESSIONAL ASSOCIATION AS SPECIAL
COUNSEL NUNC PRO TUNC AS OF JULY 1, 2013**

Upon the motion (the "Motion") of Irving H. Picard (the "Trustee"), as trustee for the substantively consolidated liquidation of the business of Bernard L. Madoff Investment Securities LLC, and the estate of Bernard L. Madoff, for authority to retain Kelley, Wolter & Scott, P.A. ("Kelley Wolter"), as special counsel, *nunc pro tunc*, as of July 1, 2013, and upon the declaration of Steven E. Wolter submitted in connection therewith; and due and proper notice having been given under the circumstances of this case, and the Securities Investor Protection Corporation having specified Kelley Wolter as special counsel, and after due deliberation,

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED.
2. The Court finds that Kelley Wolter is deemed disinterested under 15 U.S.C. §

78eee(b)(6)(B).

3. The Trustee is authorized to retain Kelley Wolter as special counsel to the Trustee as provided in the Motion, *nunc pro tunc*, as of July 1, 2013.

Dated: New York, New York
September ____, 2013

HONORABLE BURTON R. LIFLAND
UNITED STATES BANKRUPTCY JUDGE